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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)	V V V
To the Honorable Commissioner of Patents and Trademarks:	Please record the attached original documents or copy thereof.
1. Name of conveying party(ies): Fleet Capital Corporation / / 8 - 02	Name and address of receiving party(ies) Name: Virgo Acquisition Corp. Internal Address:
Individual(s) General Partnership Corporation-State Other	Street Address: 201 West Fourth Street City: Sylacauga State: AL Zip.35150 Individual(s) citizenship
Additional name(s) of conveying party(ies) attached? 🍱 Yes 🍱 No	Association General Partnership
3. Nature of conveyance: Assignment Merger	Limited Partnership
Security Agreement Change of Name Other Execution Date: December 17, 2001	Corporation-State Delaware Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment Additional name(s) & address(es) attached? Yes No
4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/874746 Additional number(s) a	B. Trademark Registration No.(s) 1682 5 5.5; 1998487; 0186125; 2230960; 2266583; 2372023; 2163609 ttached X Yes C No
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Seth Traxler, Esq.	6. Total number of applications and registrations involved:
Internal Address: Kirkland & Ellis	7. Total fee (37 CFR 3.41)\$215.00
	Enclosed Authorized to be charged to deposit account
Street Address: 200 E. Randolph Drive,	8. Deposit account number:
Suite 5300	22-0440
City: Chicago State: II. Zip: 60601	(Attach duplicate copy of this page if paying by deposit account)
	THIS SPACE
 Statement and signature. To the best of my knowledge and belief, the foregoing informations of the original document. 	nation is true and correct and any attached copy is a true
Seth Traxler	January 18, 2002
\	Signature Date ver sheet, attachments, and document:

01/31/2002 GTON11

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Form **PTO-1594**

(Rev. 03/01)

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481 02 FC:482 40.00 DP 175.00 DP

Schedule A

VIGORO ACQUISITION CORP.

Trademarks

Trademark Name	Registration Number	Registered Owner
Gro-Tone	1682555	Vigoro Acquisition Corp.
Mag Pop	1998487	Vigoro Acquisition Corp.
Vigoro (Stylized)	186125	Vigoro Acquisition Corp.
Vigoro	2230960	Vigoro Acquisition Corp.
Vigoro	2266583	Vigoro Acquisition Corp.
Deep Green Whatever the Weather	2372023	Vigoro Acquisition Corp.
Vigoro Flower Design	2163609	Vigoro Acquisition Corp.

Trademark Applications

Trademark Name	Serial Number	Applicant
Bloom Master	75-874746	Vigoro Acquisition Corp.

{168098.2} 000312-00148

TRADEMARK TRANSFER AND ASSIGNMENT

FOR VALUE RECEIVED, the undersigned, **FLEET CAPITAL CORPORATION**, a Rhode Island corporation, as collateral agent ("Assignor"), does hereby sell, assign, transfer and convey to **VIGORO ACQUISITION CORP.**, a Delaware corporation ("Assignee"), **without any representation or warranty by, or recourse to**, Assignor, all right, title and interest of Assignor in and to the trademarks listed on <u>Schedule A</u> attached hereto, arising under that certain Trademark Security Agreement, dated November 30, 2000, between Assignee and Assignor (as at any time amended, the "Trademark Security Agreement"), recorded December 1, 2000, on Reel No. 2186, Frame 558, United States Patent and Trademark Office, together with the goodwill of the business symbolized by the marks.

This Assignment intended to operate as a release of all liens and security interests conveyed by Assignee to Assignor pursuant to the terms of that certain Trademark Security Agreement, and to reassign to Assignee all of Assignor's right, title, and interest acquired pursuant to the terms of such Trademark Agreement.

IN WITNESS WHEREOF, Assignor has caused this Agreement to be signed and sealed by its duly authorized officers, on December 1, 2001.

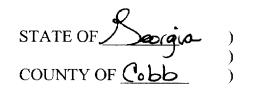
FLEET CAPITAL CORPORATION,

as collateral agent

sy. VPWWC C

Title:

Vice President



RECORDED: 01/18/2002

BEFORE ME, the undersigned, a Notary Public in and for the county aforesaid, on this day of December, 2001, personally appeared Laura K. Glass, to me known personally, and who, being by me duly sworn, deposes and says that the is the of FLEET CAPITAL CORPORATION, a Rhode Island corporation, and that said instrument was signed by him on behalf of said corporation by authority of its Board of Directors, and said Vice Project acknowledged said instrument to be the free act and deed of said corporation.

Notary Public

Executed on 12/17/02 My Commission Expires: 7/15/02

[NOTARIAL SEAL]